Entered: September 22, 2014 Case 09-17787 Doc 2048 Filed 09/22/14 Page 1 of 3

Signed: September 22, 2014

SO ORDERED



IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF MARYLAND (Baltimore Division)

In re: *
Chapter 11

TMST, Inc. *

f/k/a Thornburg Mortgage, Inc., et al., Case Nos. 09-17787-DWK

Debtors. (Jointly Administered)

ORDER GRANTING TRUSTEE'S MOTION FOR APPROVAL OF SETTLEMENT AND COMPROMISE OF CONTROVERSY BETWEEN THE TRUSTEE AND BARCLAYS CAPITAL INC.

Upon consideration of the Trustee's Motion¹ for Approval of Settlement and Compromise of Controversy by and between the Trustee and Barclays Capital Inc. ("Barclays"), for the reasons stated in the Motion, proper notice of the Motion having been provided to all parties in interest, good cause therefor having been shown, and any objections thereto having been overruled, it is, by the United States Bankruptcy Court for the District of Maryland,

ORDERED, that the Motion is hereby granted and the Settlement Agreement attached to the Motion as Exhibit A is hereby approved; and it is further

ORDERED, that the Trustee is authorized to consummate the Settlement Agreement and is authorized to take any and all actions and execute any and all documents necessary and

Capitalized terms not defined herein shall have the meaning ascribed in the Motion.

appropriate to effectuate and consummate the terms of the Settlement Agreement; and it is further

ORDERED that the Trustee is authorized to receive payment from Barclays in full and final satisfaction of the claims described in the Settlement Agreement; and it is further

ORDERED, that the Trustee, on behalf of the Debtors, is authorized to grant the releases contained in the Settlement Agreement; and it is further

ORDERED, that this Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Order and the terms of the Settlement Agreement.

cc: Stephen D. Susman, Esquire
Mark L. D. Wawro, Esquire
Stuart V. Kusin, Esquire
Matthew C. Behncke, Esquire
SUSMAN GODFREY L.L.P.
1000 Louisiana, Suite 5100
Houston TX 77002-5096

-and-

Joel I. Sher, Esquire Daniel J. Zeller, Esquire SHAPIRO SHER GUINOT & SANDLER 36 S. Charles St., Suite 2000 Baltimore, MD 21201 Counsel to Joel I. Sher, Chapter 11 Trustee

Gerald R. Vetter, Esquire Hugh Bernstein, Esquire Edmund Goldberg, Esquire OFFICE OF THE UNITED STATES TRUSTEE 101 West Lombard Street, Suite 2625 Baltimore, MD 21201

James C. Tecce, Esquire QUINN EMANUEL URQUHART OLIVER & HEDGES, LLP 51 Madison Avenue New York, New York 10010

-and-

Alan M. Grochal, Esquire
TYDINGS & ROSENBERG LLP
100 East Pratt Street, 26th Floor
Baltimore, Maryland 21202
Counsel to the Official Committee of Unsecured Creditors

Richard L. Costella, Esquire Patricia B. Jefferson, Esquire MILES & STOCKBRIDGE P.C. 100 Light Street Baltimore, Maryland 21202

-and-

Lance Croffoot-Suede, Esquire Brenda D. DiLuigi, Esquire Sterling P.A. Darling, Jr., Esquire LINKLATERS LLP 1345 Avenue of the Americas New York, New York 10105

-and-

Michael P. Carroll, Esquire Benjamin S. Kaminetzky, Esquire Michael J. Russano, Esquire DAVIS POLK & WARDWELL LLP 450 Lexington Avenue New York, New York 10017

Counsel for Barclays Capital Inc.

- END OF ORDER -